

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

)
) Chapter 11 Case
)
)
) Case No. 03-46590(DML)11
) Jointly Administered
)
)

**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 3 – Unsecured Claims
(Claims of Beneficial Holders of Securities)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE. THE DEADLINE BY WHICH YOUR VOTE **MUST BE ACTUALLY RECEIVED** BY THE SOLICITATION AND TABULATION AGENT IS NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME (THE "VOTING DEADLINE"). **IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.**

Item 1: Voting Classification and Amount. As of the record date of September 28, 2005, the undersigned is a holder of Mirant Debtor Class 3 – Unsecured Claims (as defined in the Plan) against the Debtors as set forth below:

\$_____ Principal amount of Allowed Unsecured Securities Claim specified below, classified in Mirant Debtor Class 3 of the Plan for voting purposes.

Item 2: Vote. The undersigned votes its Mirant Debtor Class 3 Claim as set forth in Item 1 above to (check one box):

☐

Accept the Plan

☐

Reject the Plan

Item 3. Certification As To Notes Of The Securities Specified Below Held In Additional Accounts. By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other Mirant Debtor Class 3 - Unsecured Claims of the security specified below held in other accounts or other record names or (2) it has provided the information specified in the following table for all other Mirant Debtor Class 3 - Unsecured Claims of the security specified below for which it has submitted additional Ballots (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT:

Name of Holder ¹	Account Number	Principal Amount of Other Voted Mirant Debtor Class 3 - Unsecured Claims of the Security Specified Below
		\$
		\$
		\$

Name of Creditor: _____
(Print or Type)

By: _____
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address _____

(City, State and Zip Code)

Telephone Number: (____) _____

(Social Security or Federal Tax I.D. No.)

Date Completed: _____

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank

PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on _____, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Financial Balloting Group LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-847-8179. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it in the enclosed preaddressed, postage prepaid envelope. **The deadline by which your vote must be ACTUALLY RECEIVED by the Solicitation and Tabulation Agent in order to be counted is November 10, 2005 at 4:00 p.m., Prevaling Central Time. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, IN ORDER FOR YOUR VOTE TO COUNT YOU MUST RETURN THE BALLOT TO YOUR NOMINEE TO ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.**

By signing this Ballot, you make the following certifications:

- "I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan."
- "I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted."
- "I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code.

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT FINANCIAL BALLOTING GROUP LLC, AT 1-866-847-8179 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.

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**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 5 – Equity Interests
(Beneficial Holders of Equity Interests)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREAMBIT, POSTAGE PREPAID ENVELOPE. THE DEADLINE BY WHICH YOUR VOTE MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AND TABULATION AGENT IS NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME (THE "VOTING DEADLINE"). IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.

Item 1: Voting Classification and Amount. As of the record date of September 28, 2005, the undersigned is a holder of Mirant Debtor Class 5 – Equity Interests (as defined in the Plan) against the Debtors as set forth below:

_____ shares. Amount of the Allowed Equity Interest specified below, classified in Mirant Debtor Class 5 of the Plan for voting purposes.

Item 2: Vote. The undersigned votes its Mirant Debtor Class 5 Interest as set forth in Item 1 above to
(check one box):

<input type="checkbox"/> Accept the Plan	<input type="checkbox"/> Reject the Plan
--	--

Name of Holder: _____
(Print or Type)

By: _____
(Signature of Holder or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address: _____

(City, State and Zip Code)

Telephone Number: (____) _____

(Social Security or Federal Tax I.D. No.)

Date Completed: _____

Ballot Code

Common Stock
CUSIP Number

PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on _____, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Financial Balloting Group LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-847-8179. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Ballot and return it in the enclosed preaddressed, postage prepaid envelope. **The deadline by which your vote must be ACTUALLY RECEIVED by the Solicitation and Tabulation Agent in order to be counted is November 10, 2005 at 4:00 p.m., Prevailing Central Time. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR NOMINEE, IN ORDER FOR YOUR VOTE TO COUNT YOU MUST RETURN THE BALLOT TO YOUR NOMINEE TO ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT BEFORE THE VOTING DEADLINE.**

By signing this Ballot, you make the following certifications:

- "I have received a CD-ROM or have otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan."
- "I understand that, if this Ballot is validly executed and returned without checking a box to ACCEPT or REJECT, this Ballot will not be counted."
- "I have the full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holder listed herein."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount of the allowed interests in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code.

This Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT FINANCIAL BALLOTING GROUP LLC, AT 1-866-847-8179 (TOLL FREE). THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.

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**BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MAG DEBTOR CLASS 5 – Unsecured Claims
(Claims of Beneficial Holders of Securities)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors

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Item 1: Voting Classification and Amount. As of the record date of September 28, 2005, the undersigned is a holder of MAG Debtor Class 5 – Unsecured Claims (as defined in the Plan) against the Debtors as set forth below:

\$_____ Principal amount of Allowed Unsecured Securities Claim specified below, classified in MAG Debtor Class 5 of the Plan for voting purposes.

Item 2: Vote. The undersigned votes its MAG Debtor Class 5 Claim as set forth in Item 1 above to (check one box):

☐

Accept the Plan

☐

Reject the Plan

Item 3. Certification As To Notes Of The Securities Specified Below Held In Additional Accounts.
 By completing and returning this Ballot, the Beneficial Owner certifies that either (1) it has not submitted any other Ballots for other MAG Debtor Class 5 - Unsecured Claims of the security specified below held in other accounts or other record names or (2) it has provided the information specified in the following table for all other MAG Debtor Class 5 - Unsecured Claims of the security specified below for which it has submitted additional Ballots (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED BALLOTS OTHER THAN THIS BALLOT:

Name of Holder ¹	Account Number	Principal Amount of Other Voted MAG Debtor Class 5 - Unsecured Claims of the Security Specified Below
		\$
		\$
		\$

Name of Creditor: _____
 (Print or Type)

By: _____
 (Signature of Creditor or Authorized Agent)

Print Name of Signatory _____

Title: _____
 (If Appropriate)

Street Address: _____

 (City, State and Zip Code)

Telephone Number: (____) _____

 (Social Security or Federal Tax I.D. No.)

Date Completed: _____

¹ Insert your name if the notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

Ballot Code

Security Name
 CUSIP Number

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- "I have the full power and authority to vote to accept or reject the Plan on behalf of the claimant listed herein."

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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In re

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**MASTER BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED
JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 3 – Unsecured Claims
(Nominee for Beneficial Holders of Securities)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors

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Item 1.

Certification of Authority to Vote. The undersigned certifies that as of the September 28, 2005 record date, the undersigned (please check the applicable box):

- ☐ Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Class 3 Security listed in Item 2 below, and is the registered holder of such securities, or
- ☐ is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Class 3 Security listed in Item 2 below, or
- ☐ has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a Beneficial Holder that is the registered holder of the aggregate principal amount of the Class 3 Security listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders of the Class 3 Security listed in Item 2 below

Code (MB-__)

Security Name
CUSIP Number

Item 2. Mirant Debtor Class 3 Unsecured Claims. The undersigned transmits the following votes of Beneficial Holders in respect of their Class 3 Securities, and certifies that the following Beneficial Holders of the Class 3 Securities, as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the September 28, 2005 record date and have delivered to the undersigned, as Nominee, properly executed Ballots casting such votes. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. Please note that each Beneficial Holder must vote all his, her, or its Class 3 Security *either* to accept *or* reject the Plan, and may *not* split such vote):

Your Customer Account Number for Each Beneficial Holder of Class 3 Security	Principal Amount of Allowed Class 3 Security Voted to ACCEPT the Plan		Principal Amount of Allowed Class 3 Security Voted to REJECT the Plan
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTALS	\$		\$

Code (MB-__)

Security Name
CUSIP Number

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that it has transcribed in the following table the information, if any, set forth in Item 3 of the Beneficial Holder Ballot for Mirant Debtor Class 3 – Unsecured Claims it has received from Beneficial Holders, identifying any other Class 3 Securities for which such Beneficial Holders have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Holder	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL HOLDER BALLOT		
	Name of Holder	Account Number	Principal Amount of Other Class 3 Securities Voted
			\$
			\$
			\$
			\$
			\$
			\$
			\$

Name of Broker, Bank, or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank, or other Nominee
(if applicable):

(Print or Type)

By: _____
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address: _____

(City, State and Zip Code)

Telephone Number. (____) _____

(Social Security or Federal Tax I.D. No.)

Date Completed: _____

Code (MB-__)

Security Name
CUSIP Number

PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR MASTER BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on _____, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Financial Balloting Group LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-847-8179. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Master Ballot and return it to Financial Balloting Group LLC, at 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: Mirant Ballot Tabulation, Telephone No. 1-646-282-1800. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On _____, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot.

By signing this Master Ballot, you make the following certifications:

- "The solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement relating to the Plan."
- "Each Beneficial Holder whose votes are transmitted hereby has received a CD-ROM or has otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan."
- "I have the full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders listed in Item 2."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the allowed claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have the votes on this Master Ballot count you must complete and return this Master Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Master Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A MASTER BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT FINANCIAL BALLOTING GROUP LLC, AT 1-646-282-1800. THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.

Code (MB-__)

Security Name
CUSIP Number

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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In re

MIRANT CORPORATION, et al.,

Debtors

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**MASTER BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED
JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MIRANT DEBTOR CLASS 5 – Equity Interests
(Nominee for Beneficial Holders of Equity Interests)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors.

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Item 1.

Certification of Authority to Vote The undersigned certifies that as of the September 28, 2005 record date, the undersigned (please check the applicable box).

- ☐ Is a broker, bank, or other nominee for the Beneficial Holders of the number of the Class 5 Equity Interests listed in Item 2 below, and is the registered holder of such securities, or
- ☐ is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the number of the Class 5 Equity Interest listed in Item 2 below, or
- ☐ has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a Beneficial Holder that is the registered holder of the number of the Class 5 Equity Interest listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders of the Class 5 Equity Interest listed in Item 2 below.

Item 2.

Mirant Debtor Class 5 Equity Interests. The undersigned transmits the following votes of Beneficial Holders in respect of their Class 5 Equity Interests, and certifies that the following Beneficial Holders of the Class 5 Equity Interests, as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the September 28, 2005 record date and have delivered to the undersigned, as Nominee, properly executed Ballots casting such votes. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note that each Beneficial Holder must vote all his, her, or its Class 5 Equity Interests *either* to accept *or* reject the Plan, and may *not* split such vote):

Code (MB-____)

Common Stock
CUSIP Number

Your Customer Account Number for Each Beneficial Holder of Class 5 Equity Interest	Number of Allowed Class 5 Equity Interests Voted to ACCEPT the Plan		Number of Allowed Class 5 Equity Interests Voted to REJECT the Plan
1.		OR	
2.		OR	
3.		OR	
4.		OR	
5.		OR	
6.		OR	
7.		OR	
8.		OR	
9.		OR	
10.		OR	
TOTALS			

Name of Broker, Bank, or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker, Bank, or other Nominee (if applicable):

(Print or Type)

By: _____
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address: _____

(City, State and Zip Code)

Telephone Number: (____) _____

(Social Security or Federal Tax I.D. No.)

Date Completed: _____

Code (MB-____)

Common Stock
CUSIP Number

PLEASE READ THE FOLLOWING BEFORE COMPLETING YOUR MASTER BALLOT

This Ballot is submitted to you to solicit your vote to accept the Second Amended Joint Chapter 11 Plan of Reorganization (the "Plan") of Mirant Corporation and its Affiliated Debtors (collectively, the "Debtors"), which is described in the disclosure statement in support of the Plan dated September 22, 2005 (the "Disclosure Statement"). A copy of the Plan is attached as Exhibit "A" to the Disclosure Statement. The United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Bankruptcy Court") approved the Disclosure Statement on _____, 2005. The Disclosure Statement provides information to assist you in deciding whether to accept or reject the Plan. A copy of the Disclosure Statement is contained in the CD-ROM accompanying this Ballot. If you did not receive a CD-ROM containing the Plan and Disclosure Statement, you may obtain the CD-ROM by contacting Financial Balloting Group LLC, the Debtors' Solicitation and Tabulation Agent, at 1-866-847-8179. Additionally, the Plan and Disclosure Statement are available at <http://www.txnb.uscourts.gov> and <http://www.mirant-caseinfo.com>.

Please complete, sign and date this Master Ballot and return it to Financial Balloting Group LLC, at 757 Third Avenue, 3rd Floor, New York, New York 10017, Attn: Mirant Ballot Tabulation, Telephone No. 1-646-282-1800. **If your Ballot is not ACTUALLY RECEIVED by 4:00 p.m., Prevailing Central Time, on November 10, 2005, it will not be counted. The Solicitation and Tabulation Agent will not accept Ballots by facsimile transmission.**

On _____, 2005, the Bankruptcy Court also approved certain procedures (the "Voting Procedures") for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures are set forth in the Voting Instructions that accompany this Ballot

By signing this Master Ballot, you make the following certifications:

- "The solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement relating to the Plan."
- "Each Beneficial Holder whose votes are transmitted hereby has received a CD-ROM or has otherwise received or obtained a copy of the Disclosure Statement and the exhibits thereto, including the Plan."
- "I have the full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders listed in Item 2."

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount of the allowed interests in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes rejecting it and otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. **To have the votes on this Master Ballot count you must complete and return this Master Ballot by 4:00 p.m., Prevailing Central Time, so that it is actually received by the Solicitation and Tabulation Agent on or before November 10, 2005. Unsigned Ballots will not be counted.**

This Master Ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or interest or an admission by the Debtors of the validity of a claim or interest.

IF YOU HAVE ANY QUESTIONS CONCERNING THE DISCLOSURE STATEMENT, THE PLAN, THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A MASTER BALLOT OR ADDITIONAL COPIES OF ANY ENCLOSED MATERIALS, PLEASE CONTACT FINANCIAL BALLOTING GROUP LLC, AT 1-646-282-1800. THE SOLICITATION AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY TRANSMISSION OR ELECTRONIC MAIL.

Code (MB-____)

Common Stock
CUSIP Number

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re

MIRANT CORPORATION, et al.,

Debtors.

)
) Chapter 11 Case
)
)
) Case No. 03-46590(DML)11
) Jointly Administered
)
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE SECOND AMENDED
JOINT CHAPTER 11 PLAN OF REORGANIZATION FOR MIRANT CORPORATION
AND ITS AFFILIATED DEBTORS DATED SEPTEMBER 22, 2005**

**MAG DEBTOR CLASS 5 – Unsecured Claims
(Nominee for Beneficial Holders of Securities)**

This is a ballot to vote to accept or reject the Second Amended Joint Chapter 11 Plan of Reorganization for Mirant Corporation and its Affiliated Debtors.

PLEASE READ THIS ENTIRE BALLOT BEFORE COMPLETING. PLEASE COMPLETE, DATE AND SIGN THIS BALLOT AND RETURN IT IN THE ENCLOSED PREADDRESSED, POSTAGE PREPAID ENVELOPE IN ORDER TO BE COUNTED. THIS BALLOT MUST BE ACTUALLY RECEIVED BY THE SOLICITATION AND TABULATION AGENT ON OR BEFORE NOVEMBER 10, 2005 AT 4:00 P.M., PREVAILING CENTRAL TIME.

Item 1.

Certification of Authority to Vote. The undersigned certifies that as of the September 28, 2005 record date, the undersigned (please check the applicable box):

- ☐ Is a broker, bank, or other nominee for the Beneficial Holders of the aggregate principal amount of the Class 5 Security listed in Item 2 below, and is the registered holder of such securities, or
- ☐ is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the aggregate principal amount of the Class 5 Security listed in Item 2 below, or
- ☐ has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee or a Beneficial Holder that is the registered holder of the aggregate principal amount of the Class 5 Security listed in Item 2 below,

and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Holders of the Class 5 Security listed in Item 2 below.

Code (MB-__)

Security Name
CUSIP Number

Item 2. MAG Debtor Class 5 – Unsecured Claims. The undersigned transmits the following votes of Beneficial Holders in respect of their Class 5 Securities, and certifies that the following Beneficial Holders of the Class 5 Securities, as identified by their respective customer account numbers set forth below, are Beneficial Holders of such securities as of the September 28, 2005 record date and have delivered to the undersigned, as Nominee, properly executed Ballots casting such votes. (Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. Please note that each Beneficial Holder must vote all his, her, or its Class 5 Security *either* to accept *or* reject the Plan, and may *not* split such vote):

Your Customer Account Number for Each Beneficial Holder of Class 5 Security	Principal Amount of Allowed Class 5 Security Voted to ACCEPT the Plan		Principal Amount of Allowed Class 5 Security Voted to REJECT the Plan
1.	\$	OR	\$
2.	\$	OR	\$
3.	\$	OR	\$
4.	\$	OR	\$
5.	\$	OR	\$
6.	\$	OR	\$
7.	\$	OR	\$
8.	\$	OR	\$
9.	\$	OR	\$
10.	\$	OR	\$
TOTALS	\$		\$

Code (MB-__)

Security Name
CUSIP Number

Item 3. Additional Ballots Submitted by Beneficial Holders. The undersigned certifies that it has transcribed in the following table the information, if any, set forth in Item 3 of the Beneficial Holder Ballot for MAG Debtor Class 5 – Unsecured Claims it has received from Beneficial Holders, identifying any other Class 5 Securities for which such Beneficial Holders have submitted other Ballots:

Your Customer Name and/or Account Number For Each Beneficial Holder	TRANSCRIBE FROM ITEM 3 OF BENEFICIAL HOLDER BALLOT		
	Name of Holder	Account Number	Principal Amount of Other Class 5 Securities Voted
			\$
			\$
			\$
			\$
			\$
			\$
			\$

Name of Broker, Bank, or other Nominee:

(Print or Type)

Participant Number _____

Name of Proxy Holder or Agent for Broker, Bank, or other Nominee (if applicable):

(Print or Type)

By: _____
(Signature of Creditor or Authorized Agent)

Print Name of Signatory: _____

Title: _____
(If Appropriate)

Street Address: _____

(City, State and Zip Code)

Telephone Number: (____) _____

(Social Security or Federal Tax I D. No.)

Date Completed: _____

Code (MB-__)

Security Name
CUSIP Number

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Code (MB-__)

Security Name
CUSIP Number

**AND TABULATION AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE, TELECOPY
TRANSMISSION OR ELECTRONIC MAIL.**

Code (MB-__)

Security Name
CUSIP Number